To the Shareholders of the

Library Company of Philadelphia:

The undersigned, members on behalf of the Shareholders, of a Joint Committee of Directors and Shareholders, appointed on the subject of the bequest and legacy of the late Dr. James Rush, respectfully ask your attention to a few matters connected with the question of the acceptance or rejection of the munificent donation of the testator.

The value of the property bequeathed to the Library equals nearly one million, one hundred thousand dollars; and from its nature, we believe that it will considerably exceed that value, before it will become necessary to transmute it into money. We think that all will agree, that there is no institution more wanting in our large and beautiful city, than a great Public Library, in which may be collected for Public use, those works of literature and science, so necessary for intellectual development. In the magnificent donation of Dr. Rush, an opportunity is afforded to accomplish an object so much to be desired.

The reasons which should lead to the rejection of such a legacy, and thus defeat this great public good, ought certainly to be clear, grave and imperative. The Joint Committee of Directors and Shareholders has given those assigned, a long, most anxious, and careful scrutiny; and have come to the conclusion that none of them separately, nor all combined, are adequate to such a result.

The principal objection to the acceptance of the legacy arises from the proposed site of the "Ridgway Branch" of the Library. It is true that the Committee would have preferred a more central site for the building. But the Executor of Dr. Rush, both from the expressed wishes of the testator during his life, as well as from his own judgment of the suitableness of the selected site, is indisposed to change it. The committee did not enter into the consideration, whether the proposed site, situated as it is on the finest avenue of Philadelphia, might not at an early future be surrounded with the finest public and private structures, and thus become most eligible: Because a simple solution of the difficulty presented itself. This was to keep up and maintain our present Library on its present site, retaining in it all books of general circulation; transferring to the Ridgway Branch only such works as are sought for by students and profounder scholars; and if necessary, erecting a fire-proof building on our present, or some equally convenient site for the reception and distribution of works of general circulation.

Among the other objections to the legacy, is one, that the Library Company of Philadelphia cannot consistently with the Will of Dr. Rush, retain any portion of their books in their present building. None of the objections taken seem to us more unsound than this. The Library Company of Philadelphia, its property and estate, are totally different things from the "Ridgway Branch of the Philadelphia Library." Dr. Rush distinctly provides for their always being kept separate and apart. The accounts of the "Ridgway Branch of the Library Company of Philadelphia," are by the Will to be kept separate and distinct from "all other accounts of said Library Company." The books to be purchased for it, are to be of solid literary character. In the clause providing for the change of Trustees, in case of abuse of the trust, the books and furniture belonging to the Ridgway Branch of the Library are together with the other estate, to be transferred to the new Trustee. Without keeping the estate, property, books, &c., of the Ridgway Branch of the Library apart, the Will could not be carried into effect. In the opinion of the Committee, after the acceptance of Dr. Rush's legacy, the Library Company will continue in as full right of its property as it possessed before; and in no respect will it be mingled with, or embarrassed by, the property of the trust.

It is also urged, that the time has not yet arrived for the acceptance or refusal of the legacy, but that such election is only required to be made when the Library Building, intended by the Executor to be placed under the care of the Library Company of Philadelphia, is erected and completed. This position was not regarded by the Joint Committee as well founded. It is true that as part of the duties of his office, the Executor is directed to erect a library building, to be placed, when finished, in the care and control of the Company. But if the Library Company of Philadelphia should "omit or decline" the execution of the trusts of the Will, then the Executor is constituted a Trustee to "*found* and *endow* a Public Library, entirely distinct from the Philadelphia Library, to be named and called the Ridgway Library." The building he would erect for the Ridgway Library, would necessarily be a different one, in cost and extent, from one erected for the Ridgway Branch of the Philadelphia Library. Surely the Executor, having such a double duty to perform, cannot, under such circumstances, be required to expend the bulk of the estate in a building for the occupation of the Philadelphia Library, without knowing whether, when such building is completed, the Philadelphia Library will accept it, and enter into the execution of the trust. The Joint Committee, therefore, were of opinion that the Executor had the legal and moral right at once to know, what position the Philadelphia Library intended to assume, in regard to the acceptance or refusal of the trust, so as to enable him to carry out the alternative duty imposed on him by the Will, in the event of a refusal.

One or two other objections started, may be disposed of in a few words. It is said that under the language of the will, books might be introduced of questionable morality. But as no books can be placed on our shelves, except by the consent and with the approbation of the Directors, the high, social and moral character of these gentlemen, is a guarantee against such an imaginative danger.

There is nothing of practical value in the notion, that the Library Company may incur pecuniary liabilities, in accepting the simple execution of the trusts of the Will. The estate is immense, and will come into our hands free from debts or liabilities. The only obligation the Library Company will assume in accepting this trust, will be the obligation to execute its duties with fidelity. Your Committee therefore advise, that the first four resolutions, submitted to the stockholders, be voted on affirmatively.

The fifth resolution, if adopted, amounts to a rejection of the legacy, and was, it seems to us, so intended. Members, therefore, favorable to accepting the legacy, will of course write, No, opposite the last resolution.

As the vote on the 19th inst. is intended, to bring out the unbiassed opinions of the members, the Directors of the Company and their librarian, decline to take proxies, and those who have already signed proxies to vote at the meetings of the Company, are requested—if not able to go to the polls themselves—to sign the new proxies sent to them, and if in favor of acceptance, to forward the same by mail, to either of the undersigned.

FRED'K FRALEY, No. 417 Walnut street.
EDWARD KING, No. 315 S. Fifteenth street.
BENJ'N V. MARSH, No. 309 Market street.
WILLIAM W. LONGSTRETH, No. 2017 Chestnut street.
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Phila Library Co.